

**LAW OFFICES OF
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November 5, 2007

RECORDATION NO. 27203-A **FILED**

NOV 05 '07 -4 01 PM

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreements, a secondary document, dated as of October 1, 2007. The primary document to which this is connected is recorded under Recordation No. 27203. We request that the copy of this document be recorded under Recordation No. 27203-A.

The names and addresses of the parties to the Memorandum of Lease Agreements are:

Lessor:

GATX Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

Lessee:

Georgia Power Company
P.O. Box 4545
Atlanta, GA 30302

A description of the equipment covered by the Memorandum of Lease Agreements consists of 160 open top hopper cars numbered GLIX 7001-7160, inclusive.

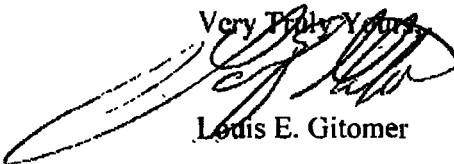
Honorable Vernon A. Williams
November 5, 2007
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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreements between GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Georgia Power Company, P.O. Box 4545, Atlanta, GA 30302, covering 160 open top hopper cars numbered GLIX 7001-7160, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name "Louis E. Gitomer".

Louis E. Gitomer

Enclosures

RECORDATION NO. 27203-A FILED

NOV 05 '07 -4 01 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENTS

dated as of October 1, 2007

between

GATX CORPORATION,
as Lessor, and

GEORGIA POWER COMPANY,
as Lessee

MEMORANDUM OF LEASE AGREEMENTS

THIS MEMORANDUM OF LEASE AGREEMENTS is made and entered into as of October 1, 2007, between GATX CORPORATION ("Lessor"), Four Embarcadero Center, Suite 2100, San Francisco, CA 94111, and GEORGIA POWER COMPANY ("Lessee"), 600 North 18th Street/14N-8163, Birmingham, Alabama 35291, with reference to the following:

1. Pursuant to a Railcar Master Net Lease Agreement dated as of March 8, 2004, between Lessor and Lessee, Supplement No. 2 thereunder dated as of October 1, 2007 and Supplement No. 3 thereunder dated as of October 1, 2007 (collectively, the "Lease Agreements"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain one hundred and sixty (160) automatic discharge, open top hopper cars described on Exhibit A attached hereto (the "Units").
2. The Lease Agreements are effective as of October 1, 2007 and as of such date the Units are subject to all terms and conditions of the Lease Agreements.
3. Lessee hereby confirms and grants Lessor a first priority security interest in the Units.
4. This Memorandum of Lease Agreements may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreements.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreements to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

By: 

Name: Bruce A. Shipman

Title: Vice President and Managing Director, Structured Finance

GEORGIA POWER COMPANY
as Lessee

By: _____

Name: _____


Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreements to be executed as of the date first above written.

GATX CORPORATION,
as Lessor

By: _____
Name: Bruce A. Shipman
Title: Vice President and Managing Director, Structured Finance

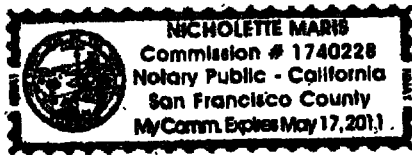
GEORGIA POWER COMPANY
as Lessee

By:  _____
Name: Douglas E. Jones
Title: Sr. VP Power Generation

State of California)
)
County of San Francisco)

On November 5, 2007, before me, Nicholette Maris, Notary Public, personally appeared Bruce A. Shipman, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission Expires: May 17, 2007

STATE OF Georgia)
) ss.
COUNTY OF Fulton)

On this 24th day of October, 2007, before me, Charlotte F. White, the undersigned Notary Public, personally appeared Douglas E. Jones personally known to me to be the person who executed the within instrument as Le AP Power Generation on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Charlotte F. White
Notary Public

My commission expires:

CHARLOTTE F. WHITE
Notary Public, Fulton County, Georgia
My Commission Expires Feb. 13, 2009

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENTS

DESCRIPTION OF UNITS AND REPORTING MARKS

The railcars identified as follows: one hundred and sixty (160) new automatic discharge, open top hopper railcars with the car marks and numbers GLIX 7001 through GLIX 7160, inclusive.